

Exhibit C
December Fee Application

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-01139 (JJF)
) (Jointly Administered)
)
Debtors.)

Objection Deadline: February 19, 2002 at 4:00 p.m.
Hearing Date: TBD only if necessary

NOTICE OF FILING OF SIXTH MONTHLY FEE APPLICATION

To: (1) Office of the United States Trustee; (2) Counsel to the Debtors; (3) Counsel to the Official Committee of Unsecured Creditors; (4) Counsel to the Official Committee of Personal Injury Claimants; (5) Counsel to the Official Committee of Property Damage Claimants; (6) Counsel to the Equity Committee; and (7) Counsel to the debtor-in-possession lenders (the "DIP Lenders").

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food & Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Reed Smith, Special Asbestos Products Liability Defense Counsel to the above-captioned debtors and debtors in possession in the above captioned chapter 11 cases, filed and served the Verified Application of Reed Smith LLP for Compensation for Services and Reimbursement of Expenses as Special Asbestos Product Liability Defense Counsel to Debtors, for the Sixth Monthly Interim Period from December 1, 2001 through December 31, 2001 and the Summary in connection therewith, seeking compensation in the amount of \$152,288.00 and reimbursement for actual and necessary expenses in the amount of \$43,025.11 (the "Fee Application").²

You are required to file with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 6th Floor, Wilmington, Delaware 19801, an objection to the attached Fee Application on or before February 19, 2002 at 4:00 p.m.

At the same time, you must also serve a copy of the objections or responses, if any, upon the following: (i) Reed Smith, Special Asbestos Products Liability Defense Counsel for the Debtors, James J. Restivo, Jr., Esq., Reed Smith LLP, 435 Sixth Avenue, Pittsburgh, PA 15219 (fax no. 412.288.3063); (ii) co-counsel for the Debtors, James H.M. Sprayregen, Esquire, Kirkland & Ellis, 200 East Randolph Drive, Chicago, Illinois 60601 (fax number 312.861.2200), and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number 302.652.4400); (iii) counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan, 180 Maiden Lane, New York, New York 10038-4982 (fax number 212.806.6006),

² Pursuant to the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, entered on May 3, 2001 (the "Order"), Reed Smith will only be paid \$121,830.40 80% of the compensation represented in this Fee Application, plus 100% of actual and necessary expenses. Reed Smith will seek approval of the remainder of their compensation in a quarterly fee application that will be filed in accordance with the Order.

and Michael R. Lastowski, Esquire, Duane, Morris & Heckscher, LLP, 1100 N. Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (fax number 302.657.4901); (iv) counsel to the Official Committee of Property Damage Claimants, Scott L. Baena, Esquire, Bilzin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami Florida 33131 (fax number 305.374.7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, Delaware 19899 (fax number 302.575.1714); (v) counsel to the Official Committee of Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, New York 10022 (fax number 212.644.6755), and Matthew G. Zaleski, III, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15th Floor, 1201 Market Street, Suite 1500, Wilmington, Delaware 19801 (fax number 302-426-9947); (vi) counsel to the DIP Lenders, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, Illinois 60606 (fax number 312.993.9767), and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, Delaware 19899 (fax number 302-658-6395); (vii) Counsel to the Equity Committee, Thomas Moers Mayer, Esquire, Krane, Levin, Naftalis & Frankel, LLP, 919 Third Avenue, New York, New York 10022 (fax number 212.715.8000); and (viii) the Office of the United States Trustee, Attn: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, Delaware 19801 (fax number 302.573.6497).

A HEARING ON THE FEE APPLICATION WILL BE HELD ONLY IF
OBJECTIONS OR REPONSES ARE FILED.

IF YOU FAIL TO RESPOND OR OBJECT IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUEST IN THE FEE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: January 30, 2002

REED SMITH LLP

/s/ Kurt F. Gwynne

Kurt F. Gwynne, Esquire (No. 3951)
1201 Market Street, Suite 1500
Wilmington, DE 19801
Telephone: (302) 778-7500
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and

James J. Restivo, Jr.
Lawrence E. Flatley
Douglas E. Cameron
435 Sixth Avenue
Pittsburgh, PA 15219
Telephone: 412.288.3131
Facsimile: 412.288.3063

Special Asbestos Products Liability Defense
Counsel

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-01139 (JJF)
) (Jointly Administered)
)
Debtors.)

**SUMMARY OF THE VERIFIED APPLICATION OF REED SMITH LLP
FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF
EXPENSES AS SPECIAL ASBESTOS PRODUCT LIABILITY DEFENSE
COUNSEL TO DEBTORS FOR THE SIXTH MONTHLY INTERIM PERIOD
FROM DECEMBER 1, 2001 THROUGH DECEMBER 31, 2001**

Name of Applicant: Reed Smith LLP

Authorized to Provide Professional Services to: W. R. Grace & Co., et al., Debtors and
Debtors-in-Possession

Date of Retention: July 19, 2001,
effective as of April 2, 2001

Period for which compensation and
reimbursement is sought: December 1, 2001 through December 31, 2001

Amount of Compensation sought as actual,
Reasonable, and necessary: \$152,288.00

This an: ☒ monthly ☐ interim ☐ final application.

Prior Applications filed: Yes.

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food & Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Status of Fees	Status of Expenses
8/28/01	4/2/01 through 7/31/01	\$40,583.00	\$356.92	No objections served on counsel	No objections served on counsel
9/27/01	8/1/01 through 8/31/01	\$90,113.00	\$4,048.11	No objections served on counsel	No objections served on counsel
10/26/01	9/1/01 through 9/30/01	\$155,804.00	\$6,971.66	No objections served on counsel	No objections served on counsel
11/27/01	10/1/01 through 10/31/01	\$229,036.50	\$10,314.97	No objections served on counsel	No objections served on counsel
12/26/01	11/1/01 through 11/30/01	\$216,703.50	\$22,667.19	No objections served on counsel	No objections served on counsel
1/30/02	12/1/01 through 12/31/01	\$152,288.00	\$43,025.11	Pending	Pending

As indicated above, this is the sixth application for monthly interim compensation of services filed with the Bankruptcy Court in the Chapter 11 Cases.²

The total time expended for the preparation of this application is approximately 15 hours, and the corresponding estimated compensation *that will be requested in a future application* is approximately \$4,500.00.

The Reed Smith attorneys who rendered professional services in these cases during the Fee Period are:

² Any capitalized terms not defined herein have the meaning ascribed to them in the Verified Application of Reed Smith LLP for Compensation for Services and Reimbursement of Expenses as Special Asbestos Product Liability Defense Counsel to Debtors, for the Sixth Monthly Interim Period from December 1, 2001 through December 31, 2001.

Name of Professional Person	Position with the applicant	Number of years as an attorney	Department	Hourly billing rate	Total billed hours	Total compensation
James J. Restivo, Jr.	Partner	30 Years	Litigation	\$380.00	1.20	\$465.00
Lawrence E. Flatley	Partner	26 Years	Litigation	\$340.00	34.10	\$11,594.00
Douglas E. Cameron	Partner	17 Years	Litigation	\$325.00	17.50	\$5,687.50
Andrew J. Trevelise	Partner	22 Years	Litigation	\$325.00	2.20	\$715.00
James W. Bentz	Partner	13 Years	Litigation	\$260.00	36.40	\$9,464.00
Stephen J. DelSole	Associate	7 Years	Litigation	\$250.00	2.50	\$625.00
Patricia E. Antezana	Associate	2 years	Litigation	\$180.00	9.30	\$1,674.00
Jayne L. Butcher	Associate	1 year	New Assoc.	\$180.00	127.70	\$22,986.00
Scott M. Cindrich	Associate	1 year	New Assoc.	\$180.00	143.00	\$25,740.00
Bryan C. Devine	Associate	1 year	New Assoc.	\$180.00	139.60	\$25,128.00
Jeffrey A. McDaniel	Associate	1 year	New Assoc.	\$180.00	17.60	\$3,168.00
Andrew J. Muha	Associate	1 year	New Assoc.	\$180.00	56.60	\$10,188.00
Lisa D. DeMarchi	Associate	1 year	New Assoc.	\$180.00	104.70	\$18,846.00

The paraprofessionals who rendered professional service in these cases during the Fee Period are:

Name of Professional Person	Position with the applicant	Number of years in position	Department	Hourly billing rate	Total billed hours	Total compensation
M. Susan Haines	Paralegal	28 Years	Litigation	\$135.00	60.50	\$8,167.50
Maureen C. Atkinson	Paralegal	25 Years	Litigation	\$110.00	68.40	\$7,524.00
John B. Lord	Paralegal	9 Years	Litigation	\$130.00	2.50	\$325.00

Total Fees: \$152,288.00

Expense Summary

Description	Amount
Telephone Expense	\$ 30.14
Telephone Expense - Outside	233.86
Duplicating/Printing	592.00
Outside Duplicating	23.32
Document Charge	117.25
Postage Expense	3.89
Courier Service	122.98
Express Mail Service	28.33
Secretarial Overtime	1,095.00
Lodging	4,015.39
Transportation	90.00
Air Travel Expense	8,394.48
Rail Travel Expense	5.00
Taxi Expense	541.60
Mileage Expense	120.76
Travel Meals	442.34
General Expense (Document Scanning)	27,168.77
Total	\$43,025.11

Dated: January 30, 2002

REED SMITH LLP

/s/ Kurt F. Gwynne

Kurt F. Gwynne, Esquire (No. 3951)

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Special Asbestos Products Liability Defense
Counsel

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-01139 (JF)
) (Jointly Administered)
)
Debtors.)

**VERIFIED APPLICATION OF REED SMITH LLP FOR COMPENSATION FOR
SERVICES AND REIMBURSEMENT OF EXPENSES AS SPECIAL ASBESTOS
PRODUCTS LIABILITY DEFENSE COUNSEL TO DEBTORS, FOR THE
SIXTH MONTHLY INTERIM PERIOD FROM DECEMBER 1, 2001 THROUGH
DECEMBER 31, 2001**

Pursuant to sections 327, 330 and 331 of title 11 of the United States Code (as amended, the "Bankruptcy Code"), Fed. R. Bankr. P. 2016, the Retention Order (as defined below), the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals and Official Committee Members (the "Interim Compensation Order") and Del.Bankr.LR 2016-2, the law firm of Reed Smith LLP ("Applicant" or "Reed Smith"), Special Asbestos Products Liability Defense Counsel for the above-captioned debtors and debtors in possession (collectively, the "Debtors") in their Chapter 11 cases, hereby

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food & Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

applies for an order allowing it (i) compensation in the amount of \$152,288.00 for the reasonable and necessary legal services Reed Smith has rendered to the Debtors and (ii) reimbursement for the actual and necessary expenses that Reed Smith incurred in the amount of \$43,025.11 (the "Application"), for the period from December 1, 2001, through December 31, 2001 (the "Fee Period"). In support of this Application, Reed Smith respectfully states as follows:

Retention of and Continuing Disinterestedness of Reed Smith

1. On April 2, 2001 (the "Petition Date"), the Debtors each filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (collectively, the "Chapter 11 Cases"). On April 2, 2001, the Court entered an order procedurally consolidating the Chapter 11 Cases for administrative purposes only. Since the Petition Date, the Debtors have continued to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On July 19, 2001, the Debtors were authorized by the Court to retain Reed Smith as Special Asbestos Products Liability Defense Counsel, effective as of the Petition Date ("Retention Order"). This Retention Order authorizes the Debtors to compensate Reed Smith at Reed Smith's hourly rates charged for services of this type and to be reimbursed for actual and necessary out-of-pocket expenses that it incurred, subject to application to this Court in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and all applicable local rules and orders of this Court. On May 3, 2001 this Court entered the Interim Compensation Order, pursuant to which this Fee Application is being filed.

3. As disclosed in the Affidavit of James J. Restivo, Jr. in Support of the Application of the Debtors to employ Reed Smith LLP as Special Defense Counsel for the Debtors

in Asbestos Product Liability Actions, (the "Restivo Affidavit"), filed July 2, 2001, Reed Smith does not hold or represent any interest adverse to the estates, and is a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code as modified by section 1107(b) of the Bankruptcy Code.

4. Reed Smith may have in the past represented, may currently represent, and likely in the future will represent parties-in-interest in connection with matters unrelated to the Debtors and the Chapter 11 Cases. Reed Smith disclosed in the Restivo Affidavit its connections to parties-in-interest that it has been able to ascertain using its reasonable efforts. Reed Smith will update the Restivo Affidavit when necessary and when Reed Smith becomes aware of any material new information.

5. This is the sixth application for monthly interim compensation for services rendered that Reed Smith has filed with the Bankruptcy Court in connection with the Chapter 11 Cases.

Reasonable and Necessary Services Rendered by Reed Smith

6. The Reed Smith attorneys who rendered professional services in the Chapter 11 Cases during the Fee Period are:

Name of Professional Person	Position with the applicant	Number of years as an attorney	Department	Hourly billing rate	Total billed hours	Total compensation
James J. Restivo, Jr.	Partner	30 Years	Litigation	\$380.00	1.20	\$465.00
Lawrence E. Flatley	Partner	26 Years	Litigation	\$340.00	34.10	\$11,594.00
Douglas E. Cameron	Partner	17 Years	Litigation	\$325.00	17.50	\$5,687.50
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Bryan C. Devine	Associate	1 year	New Assoc.	\$180.00	139.60	\$25,128.00
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Andrew J. Muha	Associate	1 year	New Assoc.	\$180.00	56.60	\$10,188.00
Lisa D. DeMarchi	Associate	1 year	New Assoc.	\$180.00	104.70	\$18,846.00

The paraprofessionals who rendered professional service in these cases during the Fee Period are:

Name of Professional Person	Position with the applicant	Number of years in position	Department	Hourly billing rate	Total billed hours	Total compensation
M. Susan Haines	Paralegal	28 Years	Litigation	\$135.00	60.50	\$8,167.50
Maureen C. Atkinson	Paralegal	25 Years	Litigation	\$110.00	68.40	\$7,524.00
John B. Lord	Paralegal	9 Years	Litigation	\$130.00	2.50	\$325.00

Total Fees: \$152,288.00

7. Each of the persons who has performed service herein has kept daily time records setting forth the services and time expended in connection herewith.

8. The rates described above are Reed Smith's hourly rates for services of this type. Attached as Exhibit A is a detailed itemization and description of the services that Reed Smith rendered during the Fee Period. Based on these rates and the services performed by each individual, the reasonable value of such services is \$152,288.00 [80% = \$121,830.40]. The Reed Smith attorneys and paraprofessionals expended a total of 823.80 hours for these cases during the Fee Period. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the

amount of fees requested is fair and reasonable given: (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

9. Further, Exhibit A (a) identifies the individuals that rendered the services, (b) describes each activity or service that each individual performed and (c) states the number of hours (in increments of one-tenth of an hour) spent by each individual providing the services.

Actual and Necessary Expenses

10. It is Reed Smith's policy to charge its clients in all areas of practice for identifiable non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is Reed Smith's policy to charge its clients only the amount actually incurred by Reed Smith in connection with such items. Examples of such expenses are postage, overnight mail, courier delivery, transportation, overtime expenses, computer assisted legal research, photocopying, out-going facsimile transmissions, airfare, meals, and lodging. With respect to airfare expenses, all travel, by all individuals, is billed at the coach class rate with allowances for class upgrades.

11. Reed Smith charges \$0.15 per page for duplication. Reed Smith does not charge clients for outgoing telecopier transmissions (other than related toll charges) or for incoming telecopier transmissions.

12. A summary of expenses by type, as well as a detailed itemization and description of the disbursements made by Reed Smith on the Debtors' behalf during the Fee Period is attached hereto as Exhibit B. All of these disbursements comprise the requested sum for Reed Smith's out-of-pocket expenses, totaling \$43,025.11.

Representations

13. Reed Smith believes that the Application is in compliance with the requirements of Del.Bankr.LR 2016-2.

14. Reed Smith performed the services for which it is seeking compensation on behalf of or for the Debtors and their estates, and not on behalf of any committee, creditor or other person.

15. Reed Smith has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with these Chapter 11 Cases.

16. Pursuant to Fed. R. Bank. P. 2016(b), Reed Smith has not shared, nor has agreed to share, (a) any compensation it has received or may receive with another party or person other than with the partners, counsel and associates of Reed Smith, or (b) any compensation another person or party has received or may receive in connection with the Chapter 11 Cases.

17. Although every effort has been made to include all fees and expenses from the Fee Period in the Application, some fees and expenses from the Fee Period might not be included in the Application due to accounting and processing delays. Reed Smith reserves the right to make further application to the Court for allowance of fees and expenses for the Fee Period not included herein.

WHEREFORE, for the reasons set forth above, Applicant respectfully requests this Court to enter an order allowing, authorizing and directing payment of interim compensation in the amount of \$152,288.00 [80% = \$121,830.40] for legal services rendered on behalf of Debtors during the

period: December 1, 2001 through December 31, 2001, and reimbursement of expenses incurred during the same period in the amount of \$43,025.11.

Dated: January 30, 2002

REED SMITH LLP

/s/ Kurt F. Gwynne

Kurt F. Gwynne, Esquire (No. 3951)
1201 Market Street, Suite 1500
Wilmington, DE 19801
Telephone: (302) 778-7500
Facsimile: (302) 778-7575
kgwynne@reedsmith.com

and

James J. Restivo, Jr.
Lawrence E. Flatley
Douglas E. Cameron
435 Sixth Avenue
Pittsburgh, PA 15219
Telephone: 412.288.3131
Facsimile: 412-288-3063

Special Asbestos Products Liability Defense
Counsel

REED SMITH LLP
PO Box 360074M
Pittsburgh, PA 15251-6074
Tax ID# 25-0749630

W.R Grace & Co.
One Town Center Road
Boca Raton, FL 33486

Invoice Number 919846
Invoice Date 01/29/02
Client Number 172573

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Re: W. R. Grace & Co.

(60026) Special Abestos Counsel

Fees	152,288.00
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TOTAL BALANCE DUE UPON RECEIPT	\$ 152,288.00
	=====

REED SMITH LLP
 PO Box 360074M
 Pittsburgh, PA 15251-6074
 Tax ID# 25-0749630

W.R Grace & Co.
 One Town Center Road
 Boca Raton, FL 33486

Invoice Number 919846
 Invoice Date 01/29/02
 Client Number 172573
 Matter Number 60026

=====

Re: (60026) Special Abestos Counsel

FOR PROFESSIONAL SERVICES PROVIDED THROUGH DECEMBER 31, 2001

Date	Name	Hours
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12/01/01	Flatley Preparation for Chicago meetings by reviewing deposition transcript and exhibits.	3.20
12/02/01	Cindrich Document review.	1.60
12/03/01	Atkinson Reviewing W. R. Grace documents in Boston, for production.	3.10
12/03/01	Butcher Document Review	5.70
12/03/01	Cameron E-mails and telephone call with R. Finke regarding conference calls concerning consultants (.7); Review e-mails and correspondence regarding current developments (.9).	1.60
12/03/01	Cindrich Document review.	9.60
12/03/01	DeMarchi Sleight Document review	10.00
12/03/01	Devine Document review.	5.40
12/03/01	Flatley Reviewing outline for Chicago meetings (.80); reviewing documents for Chicago meetings (1.30); other preparation for Chicago meeting (.90); call with W. Sparks re: Chicago (.30).	3.30

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 January 29, 2002

Invoice Number 919846
 Page 2

Date	Name	Hours	
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12/03/01	Haines	Multi memos re: test data (0.6); telephone call with Anderson re: document review (0.2); multi telephone calls with Green re: contract status (0.3); memos re: contract signatures (0.2); revise invoice miscodings in database (4.1); telephone call with Anderson re: box pick-up (0.2); memos re: same (0.3).	5.90
12/03/01	McDaniel	Document review	3.10
12/03/01	Muha	Document review.	6.60
12/03/01	Trevelise	Review correspondence re: document review issues (.1); conference with S. Haines re: status of document review and issues (.2).	.30
12/04/01	Atkinson	Reviewing W. R. Grace documents in Boston, for production.	8.00
12/04/01	Bentz	Preparation for and attending witness interviews in Chicago.	8.50
12/04/01	Butcher	Document review	6.30
12/04/01	Cindrich	Document review.	9.00
12/04/01	DeMarchi Sleigh	Document review	8.00
12/04/01	Devine	Document review.	8.70
12/04/01	Flatley	Reviewing outlines and J. Bentz memos on Chicago trip (2.00); meetings in Chicago with R. Finke, W. Sparks, et al. (8.00).	10.00
12/04/01	Haines	Telephone call with Trevelise re: signed contract (0.1); memo re: same (0.1); memo to Atkinson re: document review schedule (0.1); telephone call with Green re: scanning progress (0.2); telephone call with Thornton re: same (0.1); revisions to database re: invoice miscodings (3.0).	4.50

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 January 29, 2002

Invoice Number 919846
 Page 3

Date	Name		Hours
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12/04/01	Lord	Prepare and coordinate filing of supplemental Certificate of Service for Certificates of No Objection.	.70
12/04/01	McDaniel	Document review	5.10
12/04/01	Muha	Document review.	5.90
12/04/01	Trevelise	Review correspondence re: document review issues.	.20
12/05/01	Atkinson	Reviewing W. R. Grace documents in Boston, for production.	8.60
12/05/01	Bentz	Preparation for and attending witness interview in Chicago.	8.00
12/05/01	Butcher	Document review	4.80
12/05/01	Cameron	Prepare for and telephone call with R. Finke regarding possible consultant work (.5); Prepare and participate in conference call with R. Finke and consultants regarding projects, status and strategy (1.3); Review materials for fee application preparation (.9).	2.70
12/05/01	Cindrich	Document review.	8.50
12/05/01	DeMarchi Sleigh	Document review	8.00
12/05/01	Devine	Document review.	7.80
12/05/01	Flatley	Meeting in Chicago with W. Sparks, C. Sullivan, et al. and short follow up (4.70); reorganizing (.40).	5.10
12/05/01	Haines	Memorandum to Green re: original contract (0.1) memo to Atkinson re: document review schedule (0.1); memos to Green re: box tracking form (0.3); memo to Thornton re: unscannable procedure (0.1); revisions to database re: invoice miscodings (2.7).	3.30

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 January 29, 2002

Invoice Number 919846
 Page 4

Date	Name		Hours
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12/05/01	McDaniel	Document review	5.30
12/05/01	Muha	Document review.	8.20
12/06/01	Atkinson	Reviewing W. R. Grace documents in Boston, for production.	7.20
12/06/01	Butcher	Document review	8.00
12/06/01	Cameron	Prepare for and participate in conference call with R. Finke, T. Hardy, L. Flatley, D. Kurchinsky and other Grace in-house lawyers regarding bankruptcy status and strategy for projects (.9); Review materials from R. Finke (.4).	1.30
12/06/01	Cindrich	Document review.	9.00
12/06/01	DeMarchi Sleigh	Document review	4.40
12/06/01	DelSole	Review of media reports (.4); review of EPA and CPSC reports regarding asbestos/Libby (1.0); research Daubert issues (1.0).	2.50
12/06/01	Devine	Document review.	2.80
12/06/01	Flatley	Reorganizing after Chicago trip (.80); preparation for conference call (.90); conference call with T. Harty, R. Finke, R. Senftleben, J. Hughes, D. Kuchinsky and D. Cameron (1.00); follow up with D. Cameron (.20).	2.90
12/06/01	Haines	Memorandum to Thornton re: unscannable procedures (0.7); memos re: box pick-up for 12/12/01 (0.5); telephone call with Thornton re: scanning progress (0.1); memos re: same (0.3); memo re: additional target sheets (0.1); memos re: unscannable procedures (0.6); revisions to database re: invoice miscodings (2.6).	4.90
12/06/01	McDaniel	Reviewed press clipping file	.20

172573 W. R. Grace & Co.
60026 Special Abestos Counsel
January 29, 2002

Invoice Number 919846
Page 5

Date	Name		Hours
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12/06/01	Muha	Document review.	4.40
12/07/01	Bentz	Preparation of memorandum regarding witness meetings (2.6); conference with L. Flatley regarding upcoming witness meetings (0.3).	2.90
12/07/01	Butcher	Document review	8.00
12/07/01	Cameron	Review e-mails and correspondence from Grace (.4); Prepare and revise memo and summary regarding consultant meetings and related issues (.9).	1.30
12/07/01	Cindrich	Document review.	8.20
12/07/01	Devine	Document review.	7.40
12/07/01	Flatley	Review files re: fact witnesses (1.60); organizing and reviewing accumulated correspondence (1.50).	3.10
12/07/01	Haines	Multi telephone calls with Anderson re: temp staffing at Winthrop (0.6); telephone call with Murphy re: same (0.1); revisions to database re: invoice miscodings (2.9).	3.60
12/07/01	Trevelise	Telephone calls with S. Haines re: status of document review (.1); review correspondence re: document review (.2).	.30
12/08/01	Cameron	Review and provide initial comments to fee application materials (1.2); Review materials and e-mails regarding document review project and prepare draft summary of same (.9).	2.10
12/09/01	Atkinson	Reviewing, printing documents from Summation for associates' review.	2.80
12/09/01	Butcher	Document review	1.50
12/09/01	Cindrich	Document review.	1.10

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 January 29, 2002

Invoice Number 919846
 Page 6

Date	Name	Hours
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12/10/01	Bentz Reviewing and summarizing News Articles regarding Grace (0.75); preparation of memoranda regarding witness interviews (2.4).	3.15
12/10/01	Butcher Document review	8.00
12/10/01	Cameron E-mails regarding consultant issues and outlines for meeting.	.60
12/10/01	Cindrich Document review.	9.10
12/10/01	Devine Document review.	8.50
12/10/01	Haines Memo re: additional target sheets for Winthrop (0.1); conference with Trevelise re: document review status (0.2); memo to Trevelise re: same (0.6); revisions to database re: invoice miscodings (1.7); memo to Atkinson re: invoice miscoding corrections (0.2); telephone call with Anderson re: temp staffing (0.2).	3.00
12/10/01	Trevelise Review correspondence from D. Cameron re: document review status and forward information to Cameron (.1); review correspondence re: status of document review (.1); conference with S. Haines re: progress of document review (.2).	.40
12/11/01	Atkinson Reviewing, printing documents from Summation for associates' review.	1.20
12/11/01	Bentz Preparation of memoranda regarding witness interviews.	.80
12/11/01	Butcher Document review	5.00
12/11/01	Cameron Prepare for and participate in conference call with A. Running and various in-house Grace counsel regarding open issues with consultants	.70
12/11/01	Cindrich Document review.	9.00
12/11/01	DeMarchi Sleight Document review	4.40

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 January 29, 2002

Invoice Number 919846
 Page 7

Date	Name		Hours
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12/11/01	Devine	Document review.	8.70
12/11/01	Flatley	Reviewing correspondence.	.20
12/11/01	Haines	Document review (4.7); memos re: box pick-up and delivery to Cambridge (0.3); memos re: revised coding instructions (0.3); review unscannable boxes from Lason (0.6); conference with Anderson re: same (0.2); answer temps' coding questions (0.8).	6.90
12/11/01	Muha	Document review.	7.20
12/12/01	Bentz	Preparation of memoranda regarding witness interviews.	2.00
12/12/01	Butcher	Document review	8.00
12/12/01	Cameron	Telephone conference with J. Restivo re: EPA's attempt to remove attic insulation in Libby and various e-mails re: same (.50); review materials for fee applications (.30)	.80
12/12/01	Cindrich	Document review.	8.60
12/12/01	DeMarchi Sleigh	Document review	10.20
12/12/01	Devine	Document review.	8.60
12/12/01	Flatley	Review correspondence (.50); review article and e-mail to D. Kuchinsky, R. Senftleben, et al. about article (1.40).	1.90
12/12/01	Haines	Document review (5.2); coding instructions for temps (0.7); memos re: revised name list and plant list (0.4); memos to ONSS re: problem boxes (0.2); memos to ONSS re: status of coding (0.2); telephone calls re: box count and next week's pick-up (0.3); conference with Anderson re: review status and boxes for Cambridge (0.3).	7.30

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 January 29, 2002

Invoice Number 919846
 Page 8

Date	Name		Hours
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12/12/01	Muha	Document review.	1.00
12/12/01	Restivo	Conference calls with Messrs. Finke, Beber and Senftleben	.70
12/12/01	Trevelise	Telephone call with S. Haines re: status of document review in Boston and Cambridge.	.10
12/13/01	Bentz	Preparation of memoranda regarding witness interviews (1.7); review of news articles regarding Grace (1.2).	2.90
12/13/01	Butcher	Document review	6.50
12/13/01	Cindrich	Document review.	9.00
12/13/01	DeMarchi Sleight	Document review	7.50
12/13/01	Devine	Document review.	8.90
12/13/01	Flatley	Review DEC memo re: expert meeting and attachments to it and follow up.	1.70
12/13/01	Haines	Document review (1.7); memos re: box pick-up and scanning status (0.3); conference with Anderson re: temp staffing (0.2); conference with Ashenuga re: coding questions (0.3); memos re: review of problem boxes (0.3).	2.80
12/14/01	Bentz	Review of news articles and preparation of summaries (0.7); preparation of memoranda regarding witness interviews (1.5).	2.20
12/14/01	Butcher	Document review	8.00
12/14/01	Cameron	Prepare and revise memos regarding conference calls and strategy and review air sample data.	1.10
12/14/01	Cindrich	Document review.	5.60
12/14/01	DeMarchi Sleight	Document review	8.60
12/14/01	Devine	Document review.	7.70

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 January 29, 2002

Invoice Number 919846
 Page 9

Date	Name		Hours
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12/14/01	Haines	Multi telephone calls re: non-responsive boxes (0.3); memos re: same (0.3); memos re: box pick-up for 12/19/01 (0.4); memo to Atkinson re: review schedule (0.2).	1.20
12/15/01	Cameron	Revise memos regarding consultant projects and strategy.	.90
12/16/01	Cameron	Review draft fee applications and provide final comments regarding same.	1.30
12/16/01	Cindrich	Document review.	2.60
12/17/01	Atkinson	Reviewing W. R. Grace documents in Boston, for production.	8.30
12/17/01	Bentz	Preparation of memoranda regarding witness interviews (1.0); review and summary of news articles regarding Grace (0.75).	1.75
12/17/01	Butcher	Document review	8.40
12/17/01	Cameron	Finalize various memos regarding consultants and open issues.	.90
12/17/01	Cindrich	Document review.	4.70
12/17/01	DeMarchi Sleigh	Document review	4.70
12/17/01	Devine	Document review.	8.70
12/17/01	Flatley	Catching up on correspondence, including D. Cameron memos, etc. (1.30); review MSHA memorandum on Libby tests and short memo outlining points (1.10).	2.40
12/17/01	Haines	Telephone calls re: scanning invoices for November and December (0.4); memos re: same (0.4); conference with Trevelise re: same (0.1); telephone call with Atkinson (0.1); memo to Atkinson re: January schedule (0.1); memos re: pick-up from this week (0.3); memos re: additional target sheets (0.1); review memo re: status of	1.40

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 January 29, 2002

Invoice Number 919846
 Page 10

Date	Name		Hours
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		initial and attorney reviews (0.2); memos re: same (0.1).	
12/17/01	Restivo	Review recently-received materials	.50
12/17/01	Trevelise	Review and revise memo outlining status of document review.	.20
12/18/01	Atkinson	Reviewing W. R. Grace documents in Boston, for production.	8.10
12/18/01	Butcher	Document review	8.20
12/18/01	Cindrich	Document review.	7.70
12/18/01	DeMarchi Sleight	Document review	2.20
12/18/01	Devine	Document review.	8.30
12/18/01	Haines	Multi memos re: box pick-up for 12/19/01 (0.3); memo re: box return (0.2); memos re: invoice (0.3); telephone calls with Green re: invoice (0.4); telephone call with Atkinson re: box status (0.2).	1.40
12/18/01	Lord	Prepare Certificate of No Objection to Reed Smith's October fee application (.4); prepare service and coordinate filing of same (.5).	.90
12/19/01	Atkinson	Reviewing W. R. Grace documents in Boston, for production.	8.00
12/19/01	Bentz	Review of news articles regarding Grace and preparation of summary.	.90
12/19/01	Butcher	Document review	8.00
12/19/01	Cameron	Review draft fee applications and provide comments.	.90
12/19/01	Cindrich	Document review.	7.80
12/19/01	DeMarchi Sleight	Document review	5.90
12/19/01	Devine	Document review.	8.40

172573 W. R. Grace & Co.
60026 Special Abestos Counsel
January 29, 2002

Invoice Number 919846
Page 11

Date	Name	Hours	
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12/19/01	Flatley	Message from A. Running and response (.10); with J. Bentz re: status (.20).	.30
12/19/01	Haines	Multi telephone calls with Green re: invoice (0.3); telephone call with Thornton re: scanning status (0.2); multi telephone calls with Murphy re: same (0.3); memos re: box pick-up schedule (0.5); memos re: invoice (0.5); telephone call with Byrne re: same (0.1).	1.90
12/19/01	McDaniel	Document review	2.80
12/19/01	Muha	Document review.	2.70
12/19/01	Trevelise	Review correspondence and conference with S. Haines re: scanning company invoice.	.20
12/20/01	Atkinson	Reviewing W. R. Grace documents in Boston, for production (2.1); travel from Boston (2.5).	4.60
12/20/01	Bentz	Preparation of memoranda regarding news articles regarding Grace.	.60
12/20/01	Butcher	Document review	7.00
12/20/01	Cindrich	Document review.	6.40
12/20/01	DeMarchi Sleigh	Document review	3.90
12/20/01	Devine	Document review.	4.10
12/20/01	Haines	Memos re: review of problem boxes (0.4); memo re: change to privilege/counsel list (0.1); telephone call with Thornton re: scanning sheets and projected schedules and changes (0.6); telephone call with Syres re: On-Site invoice (0.1); memo to Thornton re: weekly status (0.3); memos re: On-Site communication procedures (0.3); two telephone calls with Hill re: On-Site invoice (0.2).	2.00

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 January 29, 2002

Invoice Number 919846
 Page 12

Date	Name	Hours
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12/20/01	Muha Document review.	8.80
12/21/01	Bentz Conference with A. Muha regarding preparation of historical information.	.50
12/21/01	Butcher Document review	6.00
12/21/01	Cindrich Document review.	4.80
12/21/01	DeMarchi Sleigh Document review	2.50
12/21/01	Devine Document review.	6.80
12/21/01	Haines Telephone call with Green re: meeting at On-Site on 12/27/01 (0.1); memos re: same (0.3); memo to Atkinson re: feedback for On-Site (0.1); review status e-mails re: non-responsive boxes (0.3).	.80
12/21/01	Muha Document review.	4.70
12/21/01	Trevelise Review correspondence re: scanning status (.1); conference with S. Haines re: status of document review and scanning project (.1).	.20
12/24/01	Antezana Document review re various witnesses for meetings.	3.40
12/24/01	Devine Document review.	3.30
12/26/01	Antezana Document review re various witnesses for meetings.	.50
12/26/01	Atkinson Printing documents from Summation for associates' review.	1.30
12/26/01	Bentz Review of news articles regarding Grace.	.50
12/26/01	DeMarchi Sleigh Document review	8.00
12/26/01	Haines Multi memos re: meeting with On-Site re: coding/imaging issues (0.3); telephone call with Green re: same (0.2); memo to Atkinson re: feedback for On-Site re: imaging issues (0.2); review	2.00

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 January 29, 2002

Invoice Number 919846
 Page 13

Date	Name		Hours
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		scanning contract, current scanning questions/issues during travel to New York City for meeting with vendor (1.3).	
12/26/01	Lord	Review and edit fifth monthly fee application (.4); prepare service and coordinate filing of same.	.90
12/26/01	Trevelise	Review correspondence re: status of attorney document review.	.10
12/27/01	Antezana	Preparing witness binders for various witnesses.	2.40
12/27/01	Atkinson	Reviewing lists and printing documents from Summation for associates' review (2.8); e-mails to Systems, S. Haines re: loading CDs to Summation (.3).	3.10
12/27/01	Bentz	Reviewing and summarizing news articles regarding Grace and Libby.	1.70
12/27/01	Butcher	Document review	8.50
12/27/01	Cameron	Review materials relating to recent bankruptcy hearing (.6); Review materials regarding consultant meetings (.7).	1.30
12/27/01	Cindrich	Document review.	8.10
12/27/01	DeMarchi Sleigh	Document review	7.90
12/27/01	Devine	Document review.	9.10
12/27/01	Haines	Meeting with scanning vendor re: coding/imaging issues (4.6); draft scanning memo during return travel to Philadelphia (1.0).	5.60
12/27/01	McDaniel	Document review	1.10
12/27/01	Muha	Document review.	2.30
12/27/01	Trevelise	Review correspondence re: scanning project (.1); conference with S. Haines re: meeting with OSS (.1).	.20

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 January 29, 2002

Invoice Number 919846
 Page 14

Date	Name		Hours
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12/28/01	Antezana	Preparing witness binders.	3.00
12/28/01	Butcher	Document review	7.50
12/28/01	Cindrich	Document review.	8.20
12/28/01	DeMarchi Sleigh	Document review	3.80
12/28/01	Devine	Document review.	8.50
12/28/01	Haines	Multi memos to Atkinson re: loading of On-Site data and attorney review (0.2); telephone call with Darby re: same (0.1); memo to Hindman re: program for attachment pages in Summation (0.2); review and respond to weekly status On-Site memo (0.6).	1.10
12/28/01	Muha	Document review.	4.30
12/29/01	Atkinson	Printing documents from Summation for associates' review.	1.60
12/31/01	Atkinson	Reviewing Summaries and printing documents from Summation for associates' review.	2.50
12/31/01	Butcher	Document review	4.30
12/31/01	Cindrich	Document review.	4.40
12/31/01	DeMarchi Sleigh	Document review	4.70
12/31/01	Devine	Document review.	7.90
12/31/01	Haines	Memo to initial review team re: outstanding scanning issues (0.8); memo to Thornton re: box status spread sheet (0.1).	.90
12/31/01	Muha	Document review.	.50
TOTAL HOURS			823.80

TIME SUMMARY	Hours	Rate	Value
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Andrew J. Trevelise	2.20 at \$ 325.00 =		715.00
James J. Restivo Jr.	1.20 at \$ 380.00 =		456.00

REED SMITH LLP
PO Box 360074M
Pittsburgh, PA 15251-6074
Tax ID# 25-0749630

W.R Grace & Co.
One Town Center Road
Boca Raton, FL 33486

Invoice Number 919846
Invoice Date 01/29/02
Client Number 172573

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Re: W. R. Grace & Co.

(60026) Special Abestos Counsel

Expenses 43,025.11

TOTAL BALANCE DUE UPON RECEIPT \$ 43,025.11
=====

REED SMITH LLP
 PO Box 360074M
 Pittsburgh, PA 15251-6074
 Tax ID# 25-0749630

W.R Grace & Co.
 One Town Center Road
 Boca Raton, FL 33486

Invoice Number 919846
 Invoice Date 01/29/02
 Client Number 172573
 Matter Number 60026

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Re: Special Abestos Counsel

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Telephone Expense	30.14
Documentation Charge	117.25
Duplicating/Printing	592.00
Postage Expense	3.89
Express Mail Service	28.33
Courier Service	122.98
Outside Duplicating	23.32
Secretarial Overtime	1,095.00
Lodging	4,015.39
Transportation	90.00
Air Travel Expense	8,394.48
Rail Travel Expense	5.00
Taxi Expense	541.60
Mileage Expense	120.76
Meal Expense	442.34
Telephone - Outside	233.86
General Expense	27,168.77

CURRENT EXPENSES	43,025.11
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TOTAL BALANCE DUE UPON RECEIPT	\$ 43,025.11
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REED SMITH LLP
 PO Box 360074M
 Pittsburgh, PA 15251-6074
 Tax ID# 25-0749630

W.R Grace & Co.
 One Town Center Road
 Boca Raton, FL 33486

Invoice Number 919846
 Invoice Date 01/29/02
 Client Number 172573
 Matter Number 60026

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Re: (60026) Special Abestos Counsel

FOR COSTS ADVANCED AND EXPENSES INCURRED:

11/09/01	Courier Service UPS	62.45
11/13/01	ATKINSON/MAUREEN L 13NOV PIT BOS PIT	1065.00
11/18/01	Documentation Charge - INV 4016 - VENDOR: PARCELS, INC.-D D R	117.25
11/21/01	FLATLEY/LAWRENCE E 04DEC PIT ORD PIT	1017.00
11/21/01	ATKINSON/MAUREEN L 26NOV PIT BOS PIT	1012.99
11/26/01	ATKINSON/MAUREEN L 26NOV PIT BOS PIT	1065.00
11/27/01	Courier Service UPS	8.17
11/27/01	Courier Service UPS	8.62
11/27/01	Express Mail Service FEDEX INV 11/27/01	28.33
11/29/01	BENTZ/JAMES W 03DEC BWI ORD PIT	719.00
12/03/01	ATTY # 0396: 8 COPIES	1.20
12/03/01	ATTY # 0349: 9 COPIES	1.35
12/03/01	ATTY # 0396: 16 COPIES	2.40
12/03/01	ATTY # 0396: 5 COPIES	.75
12/03/01	ATTY # 0396: 5 COPIES	.75

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 January 29, 2002

Invoice Number 919846
 Page 2

12/03/01	ATTY # 0235: 4 COPIES	.60
12/03/01	ATTY # 0235: 2 COPIES	.30
12/03/01	ATTY # 0235: 1 COPIES	.15
12/03/01	617-542-3025/BOSTON, MA/4	.60
12/03/01	ATTY # 0396; 20 COPIES	3.00
12/03/01	ATTY # 0349; 71 COPIES	10.65
12/03/01	ATTY # 0710; 4 COPIES	.60
12/03/01	Secretarial Overtime PRINTING SUMMATION DOCUMENTS FOR REVIEW BY ATTORNEYS	795.00
12/03/01	617-542-3025/BOSTON, MA/2	.23
12/03/01	617-542-3025/BOSTON, MA/2	.28
12/03/01	Courier Service UPS	43.74
12/03/01	ROSSI/M SUSAN 10DEC PHL BOS PHL	654.50
12/03/01	FLATLEY/LAWRENCE E 04DEC PIT ORD PIT	1119.00
12/04/01	ATTY # 0885: 1 COPIES	.15
12/04/01	617-542-3025/BOSTON, MA/3	.51
12/04/01	ATTY # 0718; 42 COPIES	6.30
12/04/01	ATKINSON/MAUREEN L 11DEC PIT BOS PIT	960.99
12/05/01	561-362-2800/BOCA RATON, FL/1	.16
12/05/01	ATTY # 0856; 1 COPIES	.15
12/05/01	ATTY # 0709; 3 COPIES	.45
12/05/01	ATTY # 0856; 3 COPIES	.45
12/05/01	ATTY # 0856; 3 COPIES	.45
12/05/01	ATTY # 0856; 1 COPIES	.15
12/05/01	Secretarial Overtime PRINTING DOCUMENTS FROM SUMMATION PRINTING DOCUMENTS FROM SUMMATION	300.00

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 January 29, 2002

Invoice Number 919846
 Page 3

12/06/01	Postage Expense	1.72
12/06/01	ATTY # 0396: 1 COPIES	.15
12/06/01	ATTY # 0396: 1 COPIES	.15
12/06/01	ATTY # 0396; 35 COPIES	5.25
12/06/01	212-252-9700/NEW YORK, NY/16	1.80
12/06/01	ATKINSON/MAUREEN L 16DEC PIT BOS PIT	529.00
12/07/01	Meal Expense - : JAMES W. BENTZ CHICAGO 12/3-5/01	35.13
12/07/01	Lodging - - VENDOR: JAMES W. BENTZ CHICAGO 12/3-5/01	434.32
12/07/01	Taxi Expense : JAMES W. BENTZ CHICAGO 12/3-5/01	80.00
12/07/01	Telephone - Outside - : JAMES W. BENTZ CHICAGO 12/3-5/01	153.45
12/07/01	617-542-7987/BOSTON, MA/11	1.20
12/08/01	ATTY # 0856; 1 COPIES	.15
12/08/01	ATTY # 0856; 1 COPIES	.15
12/08/01	ATTY # 0856; 1 COPIES	.15
12/08/01	ATTY # 0856; 1 COPIES	.15
12/08/01	ATTY # 0856; 1 COPIES	.15
12/08/01	ATTY # 0856; 51 COPIES	7.65
12/08/01	ATTY # 0856; 1 COPIES	.15
12/08/01	ATTY # 0856; 1 COPIES	.15
12/08/01	ATTY # 0856; 1 COPIES	.15
12/08/01	ATTY # 0856; 1 COPIES	.15
12/08/01	ATTY # 0856; 3 COPIES	.45
12/08/01	ATTY # 0856; 6 COPIES	.90
12/09/01	ATTY # 0856; 1 COPIES	.15
12/09/01	ATTY # 0856; 1 COPIES	.15

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 January 29, 2002

Invoice Number 919846
 Page 4

12/09/01	ATTY # 0856; 1 COPIES	.15
12/09/01	ATTY # 0856; 1 COPIES	.15
12/09/01	ATTY # 0856; 1 COPIES	.15
12/09/01	ATTY # 0856; 1 COPIES	.15
12/09/01	ATTY # 0856; 1 COPIES	.15
12/10/01	Meal Expense - S HELBLING - LUNCH	5.34
12/10/01	Meal Expense - S HELBLING - LUNCH - 12/01	4.81
12/10/01	Mileage Expense - S HELBLING - MILEAGE ON 12/01	6.82
12/10/01	Meal Expense - LUNCH - M. LASZCYNski	4.06
12/10/01	Transportation - PARKING M LASZCYNski	5.00
12/10/01	Mileage Expense - -M LASZCYNski	11.52
12/10/01	617-542-3025/BOSTON, MA/2	.18
12/10/01	ATTY # 0885: 9 COPIES	1.35
12/10/01	ATTY # 0856: 15 COPIES	2.25
12/10/01	ATTY # 0885: 1 COPIES	.15
12/10/01	ATTY # 0885: 1 COPIES	.15
12/10/01	ATTY # 0178: 8 COPIES	1.20
12/10/01	ATTY # 0559: 10 COPIES	1.50
12/10/01	ATTY # 0559: 30 COPIES	4.50
12/10/01	ATTY # 0885: 4 COPIES	.60
12/11/01	Lodging - - VENDOR: LAWRENCE E. FLATLEY CHICAGO 12/4-5/01	217.16
12/11/01	Taxi Expense - : LAWRENCE E. FLATLEY CHICAGO 12/4-5/01	43.00
12/11/01	Mileage Expense : LAWRENCE E. FLATLEY CHICAGO 12/4-5/01	18.60
12/11/01	Transportation -: LAWRENCE E. FLATLEY CHICAGO 12/4-5/01	18.00

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 January 29, 2002

Invoice Number 919846
 Page 5

12/11/01	Telephone - Outside - : LAWRENCE E. FLATLEY CHICAGO 12/4-5/01	13.50
12/11/01	ATTY # 0856; 1 COPIES	.15
12/11/01	ATTY # 0559: 7 COPIES	1.05
12/11/01	ATTY # 0885: 8 COPIES	1.20
12/11/01	ATTY # 0559: 4 COPIES	.60
12/11/01	ATTY # 0559: 4 COPIES	.60
12/11/01	ATTY # 0559: 4 COPIES	.60
12/11/01	ATTY # 0559: 4 COPIES	.60
12/11/01	ATTY # 0559: 2 COPIES	.30
12/12/01	ATTY # 0885: 13 COPIES	1.95
12/12/01	561-362-1533/BOCA RATON, FL/19	2.92
12/13/01	Lodging - - VENDOR: JAMES J. RESTIVO, JR. PHOENIX 11/2/01	463.98
12/13/01	Telephone - Outside - : JAMES J. RESTIVO, JR. PHOENIX 11/2/01	14.58
12/13/01	Taxi Expense -: YELLOW CAB CO.#12936 11-01-01	23.40
12/13/01	Taxi Expense -: YELLOW CAB CO.#12963 11-15-01	23.20
12/13/01	Taxi Expense -: YELLOW CAB CO.#12946 11-07-01	23.60
12/13/01	Taxi Expense - : YELLOW CAB CO.#12943 11-06-01	23.40
12/13/01	Taxi Expense - : YELLOW CAB CO.#12970 11-19-01	23.20
12/13/01	Taxi Expense - : YELLOW CAB CO.#12958 11-14-01	23.80
12/13/01	ATTY # 0885; 13 COPIES	1.95
12/13/01	ATTY # 0885: 1 COPIES	.15
12/14/01	Outside Duplicating - - VENDOR: DITTO DOCUMENT SERVICES, INC. DOC. PROD./TABS	23.32
12/14/01	302-778-7577/WILMINGTON, DE/1	.15
12/14/01	ATTY # 0885; 32 COPIES	4.80

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 January 29, 2002

Invoice Number 919846
 Page 6

12/14/01	ATTY # 0856; 1 COPIES	.15
12/14/01	ATTY # 0885: 8 COPIES	1.20
12/14/01	ATTY # 0885: 2 COPIES	.30
12/14/01	ATTY # 0885: 12 COPIES	1.80
12/14/01	ATTY # 0885: 13 COPIES	1.95
12/14/01	ATTY # 0885: 2 COPIES	.30
12/14/01	ATTY # 0885: 8 COPIES	1.20
12/14/01	ATTY # 0885: 2 COPIES	.30
12/15/01	ATTY # 0856; 1 COPIES	.15
12/15/01	ATTY # 0856; 45 COPIES	6.75
12/15/01	ATTY # 0856; 1 COPIES	.15
12/15/01	ATTY # 0856; 1 COPIES	.15
12/15/01	ATTY # 0856; 1 COPIES	.15
12/15/01	ATTY # 0559: 2 COPIES	.30
12/15/01	ATTY # 0856: 30 COPIES	4.50
12/15/01	ATTY # 0559: 3 COPIES	.45
12/15/01	ATTY # 0856: 14 COPIES	2.10
12/16/01	ATTY # 0559: 5 COPIES	.75
12/16/01	ATTY # 0559: 3 COPIES	.45
12/16/01	ATTY # 0559: 2 COPIES	.30
12/17/01	Postage Expense	.57
12/17/01	Postage Expense	.80
12/17/01	Postage Expense	.80
12/17/01	Meal Expense - LUNCH - M. LASZCYNski	6.41
12/17/01	Transportation - PARKING - M. LASZCYNski	5.00
12/17/01	Transportation - PARKING - M. LASZCYNski	5.00

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 January 29, 2002

Invoice Number 919846
 Page 7

12/17/01	Mileage Expense - M. LASZYNSKI	11.52
12/17/01	ATTY # 0885; 24 COPIES	3.60
12/17/01	ATTY # 0885; 48 COPIES	7.20
12/17/01	ATTY # 0559; 15 COPIES	2.25
12/17/01	ATTY # 0396; 18 COPIES	2.70
12/17/01	ATTY # 0559: 4 COPIES	.60
12/17/01	ATTY # 0885: 24 COPIES	3.60
12/17/01	ATTY # 0885: 3 COPIES	.45
12/17/01	ATTY # 0885: 3 COPIES	.45
12/17/01	ATTY # 0559: 16 COPIES	2.40
12/17/01	ATTY # 0559:	.15
12/17/01	ATTY # 0885: 3 COPIES	.45
12/17/01	ATTY # 0396: 1 COPIES	.15
12/17/01	ATTY # 0559: 3 COPIES	.45
12/17/01	ATTY # 0885: 1 COPIES	.15
12/17/01	ATTY # 0349: 1 COPIES	.15
12/17/01	ATTY # 0396: 1 COPIES	.15
12/17/01	ATTY # 0885: 2 COPIES	.30
12/17/01	ATTY # 0178: 2 COPIES	.30
12/17/01	ATTY # 0178: 2 COPIES	.30
12/17/01	ATTY # 0178: 2 COPIES	.30
12/18/01	MEAL EXPENSE/W.R. GRACE DOCUMENT MANAGEMENT IN BOSTON, MA 11/26 - 11/28/01 (M. SUSAN HAINES)	28.50
12/18/01	LODGING/W.R. GRACE DOCUMENT MANAGEMENT IN BOSTON, MA 11/26 - 11/28/01 (M. SUSAN HAINES)	470.04
12/18/01	Taxi Expense -: M. SUSAN HAINES/W.R. GRACE DOCUMENT IN BOSTON, MA 11/26 - 11/28/01	99.00
12/18/01	Meal Expense - MLA 12/10/01	12.51

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 January 29, 2002

Invoice Number 919846
 Page 8

12/18/01	Meal Expense - MLA 12/12/01	11.07
12/18/01	ATTY # 0856; 1 COPIES	.15
12/18/01	ATTY # 0856; 1 COPIES	.15
12/18/01	ATTY # 0885; 2 COPIES	.30
12/18/01	ATTY # 0856; 2 COPIES	.30
12/18/01	ATTY # 0718; 36 COPIES	5.40
12/18/01	ATTY # 0885: 1 COPIES	.15
12/18/01	ATTY # 3619: 12 COPIES	1.80
12/18/01	ATTY # 0685: 37 COPIES	5.55
12/18/01	ATTY # 3619: 18 COPIES	2.70
12/18/01	ATTY # 0685: 15 COPIES	2.25
12/18/01	617-542-3025/BOSTON, MA/2	.25
12/19/01	Telephone - Outside - :JAMES J RESTIVO, JR	24.45
12/19/01	561-362-1583/BOCA RATON, FL/1	.16
12/19/01	ATTY # 0349: 1 COPIES	.15
12/19/01	215-851-1457/PHILA, PA/1	.30
12/19/01	212-252-9700/NEW YORK, NY/1	.33
12/19/01	617-426-5900/BOSTON, MA/6	1.97
12/19/01	212-252-9700/NEW YORK, NY/2	.66
12/20/01	ATTY # 0856; 1 COPIES	.15
12/20/01	ATTY # 0856; 1 COPIES	.15
12/20/01	ATTY # 0885; 36 COPIES	5.40
12/20/01	ATTY # 0856; 1 COPIES	.15
12/20/01	ATTY # 0856; 1 COPIES	.15
12/20/01	ATTY # 0349: 4 COPIES	.60
12/20/01	ATTY # 0885: 2 COPIES	.30

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 January 29, 2002

Invoice Number 919846
 Page 9

12/20/01	ATTY # 0885: 3 COPIES	.45
12/20/01	ATTY # 0349: 2 COPIES	.30
12/20/01	ATTY # 0885: 1 COPIES	.15
12/20/01	ATTY # 0885: 1 COPIES	.15
12/20/01	ATTY # 0885: 3 COPIES	.45
12/20/01	ATTY # 0885: 3 COPIES	.45
12/20/01	305-373-4900/MIAMI, FL/5	1.62
12/20/01	212-252-9700/NEW YORK, NY/18	6.25
12/21/01	MEALS RE: TRAVEL EXPENSE/W.R. GRACE FILE MANAGEMENT IN BOSTON, MA. 12/10- 12/13/01- SUSAN HAINES	52.54
12/21/01	LODGING RE: TRAVEL EXPENSE/W.R. GRACE FILE MANAGEMENT IN BOSTON, MA. 12/10- 12/13/01- SUSAN HAINES -	583.84
12/21/01	TAXI'S RE: TRAVEL EXPENSES/W.R. GRACE FILE MANAGEMENT IN BOSTON, MA. 12/10- 12/13/01- SUSAN HAINES	97.00
12/21/01	Mileage Expense - S HELBLING 12/15	6.82
12/21/01	Meal Expense - - S HELBLING - LUNCH 12/15	6.41
12/21/01	Meal Expense -M LASZCYNski	5.65
12/21/01	Transportation - PARKING - M LASZCYNski	5.00
12/21/01	ATTY # 0349; 3 COPIES	.45
12/21/01	ATTY # 0349; 54 COPIES	8.10
12/21/01	ATTY # 0856; 1 COPIES	.15
12/21/01	ATTY # 0559: 4 COPIES	.60
12/21/01	ATTY # 0559: 4 COPIES	.60
12/21/01	ATTY # 0559: 4 COPIES	.60
12/21/01	ATTY # 0349: 1 COPIES	.15
12/21/01	ATTY # 0559: 7 COPIES	1.05

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 January 29, 2002

Invoice Number 919846
 Page 10

12/21/01	ATTY # 0559: 4 COPIES	.60
12/21/01	ATTY # 0685: 18 COPIES	2.70
12/21/01	727-395-6742/STPETERSBG, FL/23	7.45
12/22/01	ATTY # 0856; 1 COPIES	.15
12/22/01	ATTY # 0856; 1 COPIES	.15
12/22/01	ATTY # 0856; 1 COPIES	.15
12/22/01	ATTY # 0856; 2 COPIES	.30
12/22/01	ATTY # 0856; 50 COPIES	7.50
12/22/01	ATTY # 0856; 2 COPIES	.30
12/22/01	ATTY # 0856; 1 COPIES	.15
12/22/01	ATTY # 0856; 1 COPIES	.15
12/22/01	ATTY # 0856; 1 COPIES	.15
12/22/01	ATTY # 0856; 1 COPIES	.15
12/22/01	ATTY # 0856; 1 COPIES	.15
12/26/01	ATTY # 4077; 2258 COPIES	225.80
12/26/01	ATTY # 4077; 1469 COPIES	146.90
12/26/01	ATTY # 0559; 8 COPIES	1.20
12/26/01	ATTY # 0718; 118 COPIES	17.70
12/26/01	Telephone Expense	3.12
12/26/01	ATTY # 1274: 3 COPIES	.45
12/26/01	ATTY # 0235: 4 COPIES	.60
12/26/01	ATTY # 0685: 2 COPIES	.30
12/26/01	ATTY # 0685: 6 COPIES	.90
12/27/01	ATTY # 0885: 2 COPIES	.30
12/27/01	ATTY # 0856: 22 COPIES	3.30
12/27/01	ATTY # 0885: 1 COPIES	.15

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 January 29, 2002

Invoice Number 919846
 Page 11

12/27/01	ATTY # 0885: 2 COPIES	.30
12/27/01	ATTY # 0885; 26 COPIES	3.90
12/27/01	ATTY # 4077; 11 COPIES	1.65
12/28/01	REIMBURSEMENT FOR PHONE CHARGES 12/18/01 (M. SUSAN HAINES)	27.88
12/28/01	ATTY # 4077; 82 COPIES	12.30
12/29/01	ATTY # 0856; 1 COPIES	.15
12/29/01	ATTY # 0856; 1 COPIES	.15
12/29/01	ATTY # 0856; 1 COPIES	.15
12/29/01	ATTY # 0856; 2 COPIES	.30
12/29/01	ATTY # 0856; 1 COPIES	.15
12/29/01	ATTY # 0856; 1 COPIES	.15
12/29/01	ATTY # 0856; 1 COPIES	.15
12/29/01	ATTY # 0856; 1 COPIES	.15
12/29/01	ATTY # 0856; 1 COPIES	.15
12/29/01	ATTY # 0856; 5 COPIES	.75
12/31/01	Meal Expense -: MAUREEN ATKINSON BOSTON,MA 12/16-20/01	80.85
12/31/01	Taxi Expense - : MAUREEN ATKINSON BOSTON,MA 12/16-20/01	35.00
12/31/01	Mileage Expense - : MAUREEN ATKINSON BOSTON,MA 12/16-20/01	9.60
12/31/01	Lodging -: MAUREEN ATKINSON BOSTON,MA 2/16-20/01	671.20
12/31/01	Rail Travel Expense - - VENDOR: MAUREEN ATKINSON BOSTON,MA 12/16-20/01 SUBWAY	2.00
12/31/01	Transportation : MAUREEN ATKINSON BOSTON,MA 12/16-20/01 AIRPORT PARKING	23.00
12/31/01	General Expense - - VENDOR: MAUREEN ATKINSON BOSTON,MA 12/16-20/01 TIPS	9.50

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 January 29, 2002

Invoice Number 919846
 Page 12

12/31/01	Meal Expense - : MAUREEN ATKINSON BOSTON,MA 11/26-29/01	60.29
12/31/01	Taxi Expense -: MAUREEN ATKINSON BOSTON,MA 11/26-29/01	29.00
12/31/01	Mileage Expense -: MAUREEN ATKINSON BOSTON,MA 11/26-29/01	9.60
12/31/01	Lodging - : MAUREEN ATKINSON BOSTON,MA 11/26-29/01	502.65
12/31/01	Transportation -: MAUREEN ATKINSON BOSTON,MA 11/26-29/01 PARKING	29.00
12/31/01	General Expense - - VENDOR: MAUREEN ATKINSON BOSTON,MA 11/26-29/01 TIPS	7.00
12/31/01	General Expense - - VENDOR: MAUREEN ATKINSON BOSTON,MA 11/26-29/01 SUPPLIES	15.08
12/31/01	Meal Expense -: MAUREEN ATKINSON BOSTON,MA 12/2-6/01	102.85
12/31/01	Air Travel Expense - - VENDOR: MAUREEN ATKINSON BOSTON,MA 12/2-6/01	252.00
12/31/01	Taxi Expense - : MAUREEN ATKINSON BOSTON,MA 12/2-6/01	18.00
12/31/01	Mileage Expense - : MAUREEN ATKINSON BOSTON,MA 12/2-6/01	9.60
12/31/01	Lodging - : MAUREEN ATKINSON BOSTON,MA 12/2-6/01	672.20
12/31/01	General Expense - - VENDOR: MAUREEN ATKINSON BOSTON,MA 12/2-6/01 TIPS & SUPPLIES	17.66
12/31/01	Rail Travel Expense - - VENDOR: MAUREEN ATKINSON BOSTON,MA 12/2-6/01 SUBWAY	3.00
12/31/01	Mileage Expense - S HELBLING - MILEAGE 12/22/01	6.82
12/31/01	Meal Expense - S HELBLING - LUNCH - 12/29/01	6.41
12/31/01	Meal Expense - S HELBLING - LUNCH 12/22/01	6.41
12/31/01	Mileage Expense - S HELBLING 12/29/01	6.82
12/31/01	Mileage Expense -LASZCZYNSKI	11.52

172573 W. R. Grace & Co.
60026 Special Abestos Counsel
January 29, 2002

Invoice Number 919846
Page 13

12/31/01	Meal Expense - LUNCH - M LASZCZYNSKI	9.04
12/31/01	Mileage Expense - M LASZCZYNSKI	11.52
12/31/01	Meal Expense - LUNCH - M LASZCZYNSKI	4.06
12/31/01	ATTY # 0349: 1 COPIES	.15
01/28/02	General Expense - - VENDOR: ON-SITE SOURCING INC DOCUMENT SCANNING	27119.53
	CURRENT EXPENSES	43,025.11

	TOTAL BALANCE DUE UPON RECEIPT	\$ 43,025.11
		=====